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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors.¹ : (Jointly Administered)
: :
-----X

**THIRTY-SEVENTH MONTHLY FEE
STATEMENT OF AKIN GUMP STRAUSS
HAUER & FELD LLP FOR PROFESSIONAL SERVICES
RENDERED AND DISBURSEMENTS INCURRED AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OF OCTOBER 1, 2021 THROUGH OCTOBER 31, 2021**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Authorized to Provide Professional Services To:	The Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	December 10, 2018 <i>nunc pro tunc</i> to October 24, 2018
Period for Which Compensation and Reimbursement Is Sought:	October 1, 2021 through October 31, 2021
Monthly Fees Incurred:	\$227,330.00
20% Holdback:	\$45,466.00
Total Compensation Less 20% Holdback:	\$181,864.00
Monthly Expenses Incurred:	\$14,365.31
Total Fees and Expenses Requested:	\$196,229.31

This is a x monthly interim final application

Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Thirty-Seventh Monthly Fee Statement”) covering the period from October 1, 2021 through and including October 31, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Thirty-Seventh Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Akin Gump requests (a) interim allowance and payment of

² The total amount sought for fees and expenses (\$241,695.31) reflects voluntary reductions for the Compensation Period of \$22,332.00 in fees and \$2,356.83 in expenses.

compensation in the amount of \$181,864.00 (80% of \$227,330.00) for fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Akin Gump and (b) reimbursement of actual and necessary costs and expenses in the amount of \$14,635.31³ incurred by Akin Gump during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, departments, bar admissions, hourly billing rates and aggregate hours spent by each Akin Gump professional and paraprofessional who provided services to the Creditors' Committee during the Compensation Period. The rates charged by Akin Gump for services rendered to the Creditors' Committee are the same rates that Akin Gump charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Akin Gump professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Akin Gump professionals and paraprofessionals who provided services to the Creditors' Committee during the Compensation Period.

³ This amount includes \$9,643.15 of expenses relating to the payment of professional fees and expenses incurred by H5, Akin Gump's document management and e-discovery provider.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Akin Gump in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Thirty-Seventh Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email: garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the fee examiner, Ballard

Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the “Notice Parties”).

Objections to this Thirty-Seventh Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **December 22, 2021** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no Objections to this Thirty-Seventh Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an Objection to this Thirty-Seventh Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Thirty-Seventh Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an Objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be held by the Court.

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Dated: New York, New York
December 8, 2021

AKIN GUMP STRAUSS HAUER & FELD LLP

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*Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings
Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sara Brauner	Financial Restructuring	2011	1,265.00	38.40	48,576.00
Dean Chapman	Litigation	2009	1,265.00	55.50	70,207.50
David Zensky	Litigation	1988	1,655.00	10.20	16,881.00
Total Partner				104.10	135,664.50
ASSOCIATES AND STAFF ATTORNEYS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Zachary Lanier	Financial Restructuring	2017	980.00	4.60	4,508.00
Joseph Szydlo	Financial Restructuring	2019	810.00	5.30	4,293.00
Jillian Kulikowski	Litigation	2019	770.00	9.20	7,084.00
Jeffrey A. Latov	Litigation	2017	940.00	9.30	8,742.00
Sean Nolan	Litigation	2018	855.00	8.70	7,438.50
Russell Collins	Staff Attorney	1998	500.00	119.20	59,600.00
Total Associates				156.30	91,665.50
Total Hours / Fees Requested				260.40	227,330.00

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,303.21	104.10	135,664.50
Associates	586.47	156.30	91,665.50
Paralegals/Non-Legal Staff	0.00	0.00	0.00
Blended Timekeeper Rate	873.00		
Total Fees Incurred		260.40	227,330.00

Exhibit B

Task Code Summary

Task Code	Matter	Hours	Value (\$)
3	Akin Gump Fee Application/Monthly Billing Reports	5.00	4,687.00
7	Creditor Committee Matters/Meetings (including 341 meetings)	3.00	3,146.00
8	Hearings and Court Matters/Court Preparation	4.20	4,824.50
10	DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	72.10	88,775.00
12	General Claims Analysis/Claims Objection	1.50	1,715.50
20	Jointly Asserted Causes of Action	170.40	119,125.50
22	Disclosure Statement/Solicitation/Plan/Confirmation	3.30	4,174.50
23	Asset Disposition/363 Asset Sales	0.90	882.00
TOTAL:		260.40	227,330.00

Exhibit C

Itemized Fees

Akin Gump
Strauss Hauer & Feld LLP

SEARS CREDITORS COMMITTEE
CHIEF RESTRUCTURING OFFICER
SEARS HOLDING CORP.
3333 BEVERLY ROAD
HOFFMAN ESTATES, IL 60179
ATTN: ROBERT RIECKER

Invoice Number 1964373
Invoice Date 12/07/21
Client Number 700502
Matter Number 0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED:

MATTER SUMMARY OF TIME BILLED BY TASK :

	<u>HOURS</u>	<u>VALUE</u>
003 Akin Gump Fee Application/Monthly Billing Reports	5.00	\$4,687.00
007 Creditors Committee Matters/Meetings (including 341 Meetings)	3.00	\$3,146.00
008 Hearings and Court Matters/Court Preparation	4.20	\$4,824.50
010 DIP, Cash Collateral Usage, Adequate Protection and Exit Financing	72.10	\$88,775.00
012 General Claims Analysis/Claims Objections	1.50	\$1,715.50
020 Jointly Asserted Causes of Action	170.40	\$119,125.50
022 Disclosure	3.30	\$4,174.50
Statement/Solicitation/Plan/Confirmation		
023 Asset Dispositions/363 Asset Sales	0.90	\$882.00
TOTAL	260.40	\$227,330.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/05/21	SLB	003 Review Akin invoice for privilege and compliance with UST guidelines in connection with preparation of fee statement (.5); correspondence with members of FR team re same (.2).	0.70
10/06/21	SLB	003 Prepare correspondence to P. Dublin re July fee statement (.2); review same (.3); correspondence with J. Szydlo re same (.2).	0.70
10/06/21	JES	003 Draft fee statement (.8); review S. Brauner comments to same (.3); revise same (.2); correspond with S. Brauner re same (.2).	1.50
10/07/21	JES	003 Correspond with Akin accounting re fee statement (.4); review and revise same (.6).	1.00
10/21/21	JES	003 Draft fee statement (.9); draft correspondence to members of FR team re invoicing issues (.2).	1.10
10/13/21	SLB	007 Confer with bondholder re case status and open issues.	0.50
10/18/21	JES	007 Multiple calls with creditors re case status and updates.	0.80
10/20/21	SLB	007 Correspondence with UCC re recent filings (.2); review same (.5).	0.70
10/22/21	ZDL	007 Call with unsecured creditor regarding status of claims reconciliation.	0.60
10/25/21	ZDL	007 Correspond with UCC members regarding upcoming omnibus hearing.	0.40
10/20/21	JES	008 Draft correspondence to members of Akin FR and Lit teams re upcoming omnibus hearing.	0.50
10/25/21	SLB	008 Confer with G. Fail (Weil) re hearing.	0.30
10/26/21	DMZ	008 Attend omnibus hearing (partial).	0.50
10/26/21	SLB	008 Participate in hearing (1.0); revise summary re same (.2); correspondence with Z. Lanier re same (.1).	1.30
10/26/21	ZDL	008 Attend omnibus hearing (1.0) summarize same for UCC (.5); correspond with S. Brauner re same (.1).	1.60
10/01/21	DLC	010 Review and respond to correspondence from S. Brauner re litigation funding.	0.50
10/01/21	SLB	010 Call with potential funder re financing issues (.4); draft correspondence to D. Chapman re same (.2).	0.60
10/03/21	SLB	010 Correspondence with FTI re potential financing and related issues (.3); review materials re same (.3); prepare correspondence to members of FR and Lit teams re same (.2).	0.80
10/04/21	DMZ	010 Analyze open issues in connection with litigation funding (.5) correspond with D. Chapman re same (.3).	0.80
10/04/21	DLC	010 Review presentation from FTI regarding litigation funding issues (.3); correspond with potential funders re same (.3); prepare materials for administrative claims representative re same (.5); confer with D. Zensky re open issues re litigation funding (.3); draft follow-up correspondence to members of litigation team re same (.2).	0.10
10/04/21	SLB	010 Calls (.5) and correspondence (.4) with FTI team re financing issues; draft internal correspondence to members of FR and Lit teams re same (.3); analyze issues re same (.2).	1.40
10/05/21	DLC	010 Prepare for (.2) and participate in (.3) call with potential litigation funder re open funding issues; analyze issues re same (.3); review FTI slide presentation re same (.3).	1.10
10/05/21	SLB	010 Revise presentation re financing issues (.5); correspondence with FTI re same (.2).	0.70
10/06/21	DLC	010 Review litigation budget (.2) follow-up correspondence with S. Brauner re same (.2); correspond with FTI re same (.4); correspond with designees and S. Brauner re litigation funding (.3).	1.10
10/06/21	SLB	010 Prepare correspondence to Designees re financing (.4); correspondence with D. Chapman re same (.2); correspondence with Designees and D. Chapman re same (.3); confer with Designee re same (.2).	1.10
10/07/21	SLB	010 Correspondence with G. Fail (Weil) re financing issues (.2); draft	0.40

SEARS CREDITORS COMMITTEE
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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/08/21	DLC	010 internal correspondence to members of FR and Lit teams re same (.2). Participate in call with S. Brauner and G. Fail re litigation funding issues (1.1); review correspondence with FTI re same (.1).	1.20
10/08/21	SLB	010 Call with D. Chapman and G. Fail (Weil) re financing and related case issues (1.1); draft correspondence to members of FR and Lit teams re same (.2); draft correspondence to FTI re same (.2).	1.50
10/11/21	DLC	010 Review revised FTI presentation re litigation funding (.2) correspond with FTI and S. Brauner re same (.4).	0.60
10/11/21	SLB	010 Review revised presentation re proposed financing for Admin Claimant Rep and Debtors (.5); correspondence with D. Chapman and FTI re same (.4).	0.90
10/12/21	DMZ	010 Draft correspondence to members of lit and FR teams re call with Admin. Claimants and Debtors re litigation financing (.3); revise draft correspondence to clients re same (.3).	0.60
10/12/21	DLC	010 Review and comment on FTI deck re litigation funding (2.9); participate in multiples calls with FTI and S. Brauner re same (.5); participate in call with Debtors re financing (.8); revise letter to Designees re same (.6); revise materials for administrative creditors re same (1.1).	5.90
10/12/21	SLB	010 Calls (.5) and correspondence (.4) with D. Chapman and FTI re financing and related issues; review and comment on presentation for Admins re same (.8); correspondence with counsel to Admin Rep and Debtors re same (.2).	1.90
10/14/21	DLC	010 Review and revise FTI deck re litigation financing (3.1); correspond with FTI and S. Brauner re same (.4).	3.50
10/14/21	SLB	010 Review revised draft presentation for Admin Rep re financing (.5); correspondence with FTI and D. Chapman re same (.4).	0.90
10/15/21	DLC	010 Revise FTI deck re litigation financing (2.0); confer with S. Brauner and FTI re same (1.0); draft talking points for call with administrative creditors re same (1.9).	4.90
10/15/21	SLB	010 Call with D. Chapman and FTI re presentation to Admin Rep re financing (1.0); draft internal correspondence to members of FR and Lit teams re same (.2); revise FTI deck re same (1.3).	2.50
10/15/21	ZDL	010 Review presentation on litigation financing efforts.	0.60
10/17/21	DLC	010 Review internal comments to litigation funding deck (.4) correspond with S. Brauner re same (.3); draft correspondence to P. Dublin and S. Brauner re deck (.4); circulate proposed language for revised presentation to FTI (.5).	1.60
10/17/21	SLB	010 Revise deck re litigation financing for Admin Rep (1.5); correspondence with D. Chapman re same (.3).	1.80
10/18/21	DLC	010 Revise FTI deck re litigation financing (2.0); correspond with S. Brauner and FTI re same (.4); participate in call with S. Brauner re same (.7); calls with FTI re updates to litigation funding presentation (.5).	3.50
10/18/21	SLB	010 Revise deck re potential financing for Admin Rep (1.8); analyze issues re same (.3); correspondence with FTI and D. Chapman re same (.4); correspond with FTI re same (.3); call with D. Chapman re same (.7).	3.50
10/19/21	DLC	010 Review presentation to administrative claims representative and turn edits to same (1.0); confer with S. Brauner re same (.4).	1.40
10/19/21	SLB	010 Revise deck re litigation financing for Admin Rep (1.7); confer with D. Chapman re same (.4).	2.10
10/19/21	ZDL	010 Review revised presentation on litigation financing.	0.50
10/20/21	DLC	010 Review FTI presentation re litigation financing (.6); correspond with S. Brauner and FTI re same (.4).	1.00
10/20/21	SLB	010 Revise presentation re financing for Admin Rep (1.0); correspondence with D. Chapman and FTI re same (.4).	1.40
10/21/21	DLC	010 Prepare talking points for call with Debtors and Administrative Claims Representative (1.5); participate in call with Admin. Claims Rep. re litigation funding (1.3); draft follow up correspondence to members of	3.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		litigation and FR teams (.6).	
10/21/21	SLB	010 Prepare for (1.2) and participate on (1.3) call with Admin Rep, Debtors and UCC advisors re financing issues.	2.50
10/22/21	SLB	010 Confer with G. Fail re financing issues (.3); correspondence with parties in interest re same (.3); draft correspondence to members of FR and Lit teams re same (.2).	0.80
10/22/21	JAL	010 Prepare materials re litigation funding analysis for potential funders.	4.40
10/26/21	DLC	010 Revise term sheet re litigation financing.	0.60
10/26/21	SLB	010 Revise litigation financing term sheet.	0.40
10/26/21	JAL	010 Prepare materials re litigation funding analysis for potential funders.	4.90
10/27/21	DMZ	010 Attend pre-call with S. Brauner and D. Chapman re litigation financing (.3); attend call with potential funder re same (partial) (.5).	0.80
10/27/21	DLC	010 Participate in internal call with D. Zensky and S. Brauner re litigation financing (.3); participate in call with potential funder re same (partial) (.4).	0.70
10/27/21	SLB	010 Participate on pre-call with D. Chapman and D. Zensky (.3) call with party in interest re litigation funding issues (.8); correspondence with G. Fail (Weil) re same (.1).	1.20
10/28/21	DLC	010 Review materials compiled for potential litigation funder.	0.50
10/28/21	SLB	010 Revise litigation financing term sheet (.5); draft correspondence to FTI and members of FR and Lit teams re same (.2).	0.70
10/28/21	JRK	010 Compile documents for circulation to potential litigation funders.	0.30
10/29/21	DMZ	010 Call with potential funder re litigation financing issues.	0.50
10/01/21	SLB	012 Confer with G. Fail re claims objections issues (.5); analyze same (.6).	1.10
10/07/21	JES	012 Review claims transfers filed on docket (.3); draft correspondence to S. Brauner re same (.1).	0.40
10/01/21	DMZ	020 Analyze open issues in connection with Adversary Proceeding (.9); draft correspondence to members of Akin Lit and FR teams re same (.5).	1.40
10/01/21	RJC	020 Draft email update to D. Chapman regarding fact discovery issue (.6); conduct review of discovery documents in connection with adversary proceeding (6.4).	7.00
10/01/21	SMN	020 Update chart of insurance fees reimbursed to defendants.	0.20
10/02/21	DLC	020 Review and analyze analysis of open issues in connection with Adversary Proceeding (1.7); review internal correspondence from members of litigation team re document productions (.3).	2.00
10/04/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	8.10
10/04/21	DLC	020 Review legal research re damages in connection with Adversary Proceeding (1.0); draft correspondence to members of litigation team re open issues in connection with Adversary Proceeding (.5).	1.50
10/04/21	DLC	020 Review legal research re damages in connection with Adversary Proceeding (1.0); draft correspondence to members of litigation team re open issues in connection with Adversary Proceeding (.5).	1.50
10/04/21	SMN	020 Review new cases implicating issues in motion to dismiss briefing.	1.00
10/05/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.40
10/05/21	DLC	020 Review FTI deck re key discovery issues (1.9); follow-up calls with FTI re same (1.0); review legal research in connection with same (.5) draft correspondence to members of litigation team re same (.2).	3.60
10/05/21	SMN	020 Review correspondence from third party re document productions.	0.20
10/06/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.80
10/06/21	SMN	020 Conduct legal research re developments in issues implicated in motion to dismiss briefing.	2.70
10/07/21	RJC	020 Draft email to D. Chapman regarding document production issues (1.1); conduct review of discovery documents in connection with adversary proceeding (6.4).	7.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/07/21	DLC	020 Review emails with third party re document productions.	0.20
10/07/21	SMN	020 Conduct legal research re open issues in connection with Adversary Proceeding.	1.40
10/08/21	RJC	020 Draft email to D. Chapman regarding fact discovery issues (.7); conduct review of discovery documents in connection with adversary proceeding (5.2).	5.90
10/08/21	DLC	020 Review legal research relevant to motion to dismiss briefing.	0.70
10/08/21	SMN	020 Review brief filed by Ds&Os in insurance action appeal (.7); summarize same for litigation team (.3); review new cases implicating issues in motion to dismiss briefing (.3).	1.40
10/11/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.60
10/11/21	DLC	020 Review correspondence from third party re: discovery (.1); respond to third party re same (.2); review memorandum re document review issues (.6).	1.10
10/11/21	DLC	020 Revise memorandum to Litigation Designees re: litigation (1.7).	1.70
10/11/21	SMN	020 Conduct follow up research re develops in caselaw re motions to dismiss (.6); draft correspondence to D. Chapman re same (.2).	0.80
10/12/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.70
10/12/21	DLC	020 Review correspondence from third party re discovery issues.	0.30
10/12/21	SLB	020 Confer with G. Fail (Weil), FTI and MIII teams re status of litigation (.8); review draft report re same (.5); draft correspondence to members of FR and Lit teams re same (.3); analyze issues re same (.9).	2.50
10/12/21	SMN	020 Draft correspondence to D. Chapman re fees recovered from insurers by defendants.	0.10
10/13/21	DMZ	020 Correspond with designees re Adversary Proceeding (.2); review analysis of case law re motions to dismiss (.3); revise analysis of open issues in connection with Adversary Proceeding (1.2).	1.70
10/13/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	5.90
10/13/21	DLC	020 Review memorandum re document production and related discovery issues.	0.70
10/13/21	DLC	020 Revise memo to client re: litigation updates and circulate same.	0.40
10/14/21	RJC	020 Draft email to D. Chapman regarding discovery issues (1.2); conduct review of discovery documents in connection with adversary proceeding (5.0).	6.20
10/14/21	DLC	020 Review briefing filed in D&O action (.7) follow-up correspondence with S. Nolan re same (.1).	0.80
10/14/21	SMN	020 Prepare summary of filings in D&O coverage appeal (.5); review new cases implicating issues in motion to dismiss briefing (.2); correspond with D. Chapman re D&O action (.1).	0.80
10/15/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	2.10
10/16/21	DMZ	020 Prepare talking points for call with Debtors and Admin Claimants re litigation financing.	0.20
10/18/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.30
10/18/21	JRK	020 Review document requests and defendant's responses and objections re requests for productions (1.4); draft chart tracking meet and confers with defendants (.6).	2.00
10/19/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding (4.7); correspondence with J. Kulikowski re same (.3).	5.00
10/19/21	JRK	020 Revise draft chart tracking meet and confers with defendant (3.8); correspondence with R. Collins re same (.4).	4.20
10/20/21	RJC	020 Phone call with J. Kulikowski re document requests (.7); conduct review of discovery documents in connection with adversary proceedings (3.4).	4.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/20/21	JRK	020 Call with R. Collins re document requests (.7); continue revising chart tracking meet and confers with defendant (1.0); multiple correspondence to R. Collins re document requests (.6).	2.30
10/21/21	DMZ	020 Analyze open issues re Adversary Proceeding (.9); draft correspondence to opposing counsel re same (.6); draft follow-up correspondence to members of litigation team re same (.5).	2.00
10/21/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	1.50
10/21/21	JRK	020 Draft email to D. Chapman re document production from certain defendants.	0.40
10/22/21	DMZ	020 Call with opposing counsel and D. Chapman re open issues in Adversary Proceeding.	0.30
10/22/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	2.90
10/22/21	DLC	020 Prepare for (.1) and participate in (.3) call with opposing counsel and D. Zensky re open issues in Adv. Proc.; confer with opposing counsel re cancelled discovery conference (.4); review correspondence from FTI re defendants' holdings (.5).	1.30
10/24/21	DLC	020 Correspond with FTI re discovery document analysis (.3); review analysis re document production issues(1.0).	1.30
10/25/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.60
10/25/21	DLC	020 Review and respond to emails from members of litigation team re document production issues (.7); follow-up correspondence with counsel to third parties re same (.3); prepare for (.2) and participate in call with FTI re document productions (.4); review analysis re open claims issues in connection with Adv. Proc. (.4) and follow-up correspondence with ASK re same (.4).	2.40
10/26/21	DMZ	020 Call with opposing counsel re open issues in adv. proc. (.4); review and revise analysis of same (.3).	0.70
10/26/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	5.60
10/26/21	DLC	020 Draft summary email to team re: litigation updates with accompanying claims table (.7) and respond to follow-up emails (.4).	1.10
10/26/21	SLB	020 Correspondence with members of Lit and FR teams re open issues in connection with Jointly Asserted Causes of Action.	0.20
10/27/21	DMZ	020 Call with D. Chapman re open issues in connection with Adversary Proceeding.	0.30
10/27/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	6.30
10/27/21	DLC	020 Confer with D. Zensky re open issues in Adv. Proc. (.2); amend table re claims and causes of action in same (.4); participate in call with defendants in public shareholder action (.4) send follow-up correspondence to D. Zensky and ASK re same (.3).	1.30
10/27/21	SLB	020 Analyze open issues in connection with adversary proceeding (.3); draft correspondence to P. Dublin re same (.2).	0.50
10/28/21	DMZ	020 Confer with D. Chapman re Adversary Proceeding issues.	0.20
10/28/21	RJC	020 Conduct review of discovery documents in connection with adversary proceeding.	5.10
10/28/21	DLC	020 Draft and edit memo to Designees re open issues in Adversary Proceeding (.5) schedule call with Designees re same (.2).	0.70
10/28/21	SLB	020 Review and revise correspondence to Designees re open issue in connection with adversary proceeding (.2); draft correspondence to members of FR and Lit teams re same (.2).	0.40
10/28/21	SMN	020 Review correspondence from defendants named in public shareholder action.	0.10
10/29/21	RJC	020 Conduct review of discovery documents in connection with adversary	6.60

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/29/21	DLC	020 proceeding.	0.20
10/30/21	DLC	020 Confer with ASK re public shareholder action.	0.20
10/31/21	DMZ	020 Review correspondence from opposing counsel re open issues in Adversary Proceeding.	0.20
10/13/21	DLC	022 Correspond with opposing counsel re next steps in Adversary Proceeding.	0.90
10/13/21	SLB	022 Review slide deck re: recovery analysis in advance of pre-effective date committee call (.2) and participate in pre-effective date committee call (.7).	2.40
10/19/21	ZDL	023 Prepare for (.6) and participate on (.8) pre-Effective date call with UCC members; confer with R. Tucker re same (.4); review deck presented during same (.6).	0.90
Total Hours			260.40

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
D M ZENSKY	10.20	at	\$1655.00	=	\$16,881.00
D L CHAPMAN	55.50	at	\$1265.00	=	\$70,207.50
S L BRAUNER	38.40	at	\$1265.00	=	\$48,576.00
J A LATOV	9.30	at	\$940.00	=	\$8,742.00
Z D LANIER	4.60	at	\$980.00	=	\$4,508.00
S M NOLAN	8.70	at	\$855.00	=	\$7,438.50
J R KULIKOWSKI	9.20	at	\$770.00	=	\$7,084.00
J E SZYDLO	5.30	at	\$810.00	=	\$4,293.00
R J COLLINS	119.20	at	\$500.00	=	\$59,600.00

Current Fees

\$227,330.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$1,003.50
Computerized Legal Research - Other	\$474.56
Computerized Legal Research - Courtlink - In Contract 50% Discount	\$989.08
Computerized Legal Research - Westlaw - in contract 30% discount	\$2,187.82
Prof Fees - Consultant Fees	\$9,643.15
Transcripts	\$67.20

Current Expenses

\$14,365.31

<u>Date</u>		<u>Value</u>
10/01/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
10/04/21	Computerized Legal Research - Courtlink	\$529.58

Exhibit D

Disbursement Summary

DISBURSEMENT SUMMARY

Disbursement Activity	Amount (\$)
Computerized Legal Research – Lexis – in contract 30% discount	1,003.50
Computerized Legal Research – Other	474.56
Computerized Legal Research – Westlaw – in contract 30% discount	2,187.82
Computerized Legal Research - Courtlink - In Contract 50% Discount	989.08
Professional Fees – Consultant Fees	9,643.15
Transcripts	67.20
TOTAL:	14,365.31

Exhibit E

Itemized Disbursements

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/29/21	DLC	020 proceeding.	0.20
10/30/21	DLC	020 Confer with ASK re public shareholder action.	0.20
10/31/21	DMZ	020 Review correspondence from opposing counsel re open issues in Adversary Proceeding.	0.20
10/13/21	DLC	022 Correspond with opposing counsel re next steps in Adversary Proceeding.	0.90
10/13/21	SLB	022 Review slide deck re: recovery analysis in advance of pre-effective date committee call (.2) and participate in pre-effective date committee call (.7).	2.40
10/19/21	ZDL	023 Prepare for (.6) and participate on (.8) pre-Effective date call with UCC members; confer with R. Tucker re same (.4); review deck presented during same (.6).	0.90
Total Hours			260.40

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
D M ZENSKY	10.20	at	\$1655.00	=	\$16,881.00
D L CHAPMAN	55.50	at	\$1265.00	=	\$70,207.50
S L BRAUNER	38.40	at	\$1265.00	=	\$48,576.00
J A LATOV	9.30	at	\$940.00	=	\$8,742.00
Z D LANIER	4.60	at	\$980.00	=	\$4,508.00
S M NOLAN	8.70	at	\$855.00	=	\$7,438.50
J R KULIKOWSKI	9.20	at	\$770.00	=	\$7,084.00
J E SZYDLO	5.30	at	\$810.00	=	\$4,293.00
R J COLLINS	119.20	at	\$500.00	=	\$59,600.00

Current Fees

\$227,330.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis - in contract 30% discount	\$1,003.50
Computerized Legal Research - Other	\$474.56
Computerized Legal Research - Courtlink - In Contract 50% Discount	\$989.08
Computerized Legal Research - Westlaw - in contract 30% discount	\$2,187.82
Prof Fees - Consultant Fees	\$9,643.15
Transcripts	\$67.20

Current Expenses

\$14,365.31

<u>Date</u>		<u>Value</u>
10/01/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
10/04/21	Computerized Legal Research - Courtlink	\$529.58

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	- In Contract 50% Discount COURTLINK IN CONTRACT AND OUT OF CONTRACT CHARGES FOR BILLING PERIOD: 08/01/2021- 08/31/2021	
10/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 10/4/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
10/04/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 10/4/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
10/04/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
10/05/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 10/5/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
10/05/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
10/06/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 10/6/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
10/06/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 10/6/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
10/06/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 10/6/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
10/06/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 9.0	\$671.07
10/06/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.16
10/07/21	Computerized Legal Research - Westlaw - in contract 30% discount User:	\$52.23

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	LIBRARY AKIN Date: 10/7/2021 AcctNumber: 1000309084 ConnectTime: 0.0	
10/07/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 10/7/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
10/07/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: NOLAN SEAN; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$74.56
10/07/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.15
10/08/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
10/10/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q32021 DATE: 10/10/2021 -- Usage from 7/1/21 to 9/30/21	\$3.50
10/10/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q32021 DATE: 10/10/2021 -- Usage from 7/1/21 to 9/30/21	\$10.30
10/10/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q32021 DATE: 10/10/2021 -- Usage from 7/1/21 to 9/30/21	\$63.50
10/10/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q32021 DATE: 10/10/2021 -- Usage from 7/1/21 to 9/30/21	\$6.00
10/10/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q32021 DATE: 10/10/2021 -- Usage from 7/1/21 to 9/30/21	\$19.00
10/10/21	Computerized Legal Research - Other VENDOR: PACER SERVICE CENTER INVOICE#: 2503192-Q32021 DATE: 10/10/2021 -- Usage from 7/1/21 to 9/30/21	\$21.80
10/11/21	Prof Fees - Consultant Fees VENDOR: H5 INVOICE#: INV-31976 DATE: 10/11/2021 E-Discovery/Data Hosting	\$9,643.15

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10/11/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 10/11/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
10/11/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 10/11/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
10/11/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
10/12/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 10/12/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
10/12/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
10/13/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 10/13/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
10/13/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 10/13/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
10/13/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 10/13/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
10/13/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
10/14/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 10/14/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
10/14/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 10/14/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
10/14/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee:	\$22.14

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	NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	
10/15/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
10/18/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 10/18/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
10/18/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 10/18/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
10/18/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 3.0	\$16.61
10/19/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 10/19/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
10/19/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
10/20/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 10/20/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
10/20/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 10/20/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
10/20/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 10/20/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
10/20/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
10/21/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 10/21/2021	\$52.23

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	AcctNumber: 1000309084 ConnectTime: 0.0	
10/21/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 10/21/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
10/21/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: ACKER RAMIREZ REFUGIO; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$69.30
10/21/21	Computerized Legal Research - Lexis - in contract 30% discount Service: US NEWS; Employee: ACKER RAMIREZ REFUGIO; Charge Type: DOC ACCESS; Quantity: 3.0	\$6.30
10/21/21	Computerized Legal Research - Lexis - in contract 30% discount Service: US NEWS; Employee: ACKER RAMIREZ REFUGIO; Charge Type: DOC ACCESS; Quantity: 9.0	\$18.90
10/21/21	Computerized Legal Research - Lexis - in contract 30% discount Service: US NEWS; Employee: ACKER RAMIREZ REFUGIO; Charge Type: DOC ACCESS; Quantity: 9.0	\$18.90
10/21/21	Computerized Legal Research - Lexis - in contract 30% discount Service: US MOTIONS; Employee: ACKER RAMIREZ REFUGIO; Charge Type: DOC ACCESS; Quantity: 1.0	\$70.00
10/21/21	Computerized Legal Research - Lexis - in contract 30% discount Service: SEARCH; Employee: BEVINS BRIAN; Charge Type: ACCESS CHARGE; Quantity: 1.0	\$72.28
10/21/21	Computerized Legal Research - Lexis - in contract 30% discount Service: US NEWS; Employee: BEVINS BRIAN; Charge Type: DOC ACCESS; Quantity: 1.0	\$2.19
10/21/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
10/22/21	Computerized Legal Research - Westlaw - in contract 30% discount User: CHAPMAN DEAN Date: 10/22/2021 AcctNumber: 1000193694 ConnectTime: 0.0	\$217.90
10/22/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14

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10/25/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 10/25/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$164.16
10/25/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 10/25/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$29.85
10/25/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
10/26/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 10/26/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
10/26/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
10/27/21	Computerized Legal Research - Westlaw - in contract 30% discount User: ACKER-RAMIREZ REFUGIO Date: 10/27/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$22.39
10/27/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 10/27/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$82.08
10/27/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 10/27/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$7.46
10/27/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
10/28/21	Computerized Legal Research - Westlaw - in contract 30% discount User: LIBRARY AKIN Date: 10/28/2021 AcctNumber: 1000309084 ConnectTime: 0.0	\$52.23
10/28/21	Computerized Legal Research - Westlaw - in contract 30% discount User: YEN DORIS Date: 10/28/2021 AcctNumber: 1003389479 ConnectTime: 0.0	\$52.23
10/28/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee:	\$22.14

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	NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	
10/29/21	Computerized Legal Research - Courtlink - In Contract 50% Discount Service: COURTLINK TRACK; Employee: NYCLERKS CLERKS; Charge Type: OTHER FREQUENCY TRACKS; Quantity: 4.0	\$22.14
10/30/21	Transcripts VENDOR: VERITEXT INVOICE#: 5361668 DATE: 10/30/2021 Transcriber fee for transcript of October 26, 2021 hearing.	\$67.20
10/31/21	Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2110 DATE: 10/31/2021	\$16.00
10/31/21	- Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2110 DATE: 10/31/2021	\$16.00
10/31/21	- Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2110 DATE: 10/31/2021	\$50.63
10/31/21	- Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 328396-2110 DATE: 10/31/2021	\$50.63
10/31/21	- Document Retrieval in Various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2110 DATE: 10/31/2021	\$59.06
10/31/21	- Document retrieval in various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2110 DATE: 10/31/2021	\$118.13
10/31/21	- Document retrieval in various Courts Computerized Legal Research - Other VENDOR: COURTALERT.COM, INC INVOICE#: 134294-2110 DATE: 10/31/2021 - Document retrieval in various Courts	\$40.01
	Current Expenses	<u>\$14,365.31</u>
	Total Amount of This Invoice	\$241,695.31
	Prior Balance Due	<u>\$7,967,518.37</u>
	Total Balance Due Upon Receipt	<u>\$8,209,213.68</u>

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IS NOW



LIGHTHOUSE

Invoice Date: 10/11/2021

Invoice Number: INV-31976

**Billing
Address:**

Ms. Roxanne Tizravesh
Akin Gump Strauss Hauer & Feld LLP
One Bryant Park
Bank of America Tower
New York NY 10036

Lighthouse
51 University Street, Suite 400
Seattle WA 98101
(415) 625-6700
clientbilling@h5.com

Client Matter

In re: Sears Holding Corp.

Client Matter #

Start Date

9/1/2021

End Date

9/30/2021

Terms

Due upon receipt

Service Description	Qty	Unit Rate	TOTAL
Data Hosting (GB)	1,662.6	\$9.00	\$14,963.40
E-Discovery Service Fee Deferral <i>Per agreement to defer 50% of H5's fees directly associated with Relativity data hosting storage that are incurred by the Sear's indirect creditor's committee client between August 1, 2021 and October 31, 2021.</i> <i>Deferred H5 fees will be due and payable on November 1, 2021</i>		\$(7,481.70)	\$(7,481.70)
Subtotal			\$7,481.70
Hosting Project Management (Hours)	3.17	\$185.00	\$586.45
User Fees (Users)	21	\$75.00	\$1,575.00

Subtotal \$9,643.15

Tax Total \$0.00

Total \$9,643.15

If Payment by Check

H5
PO Box 347549
Pittsburgh, PA 15251-4549

Tax ID#: 94-3339333

If Payment by Wire or ACH

H5
Silicon Valley Bank
3003 Tasman Drive, Santa Clara, CA
Acct: 33 00 79 53 58
Routing: 121 140 399